MARVEL

FALL OF X

001

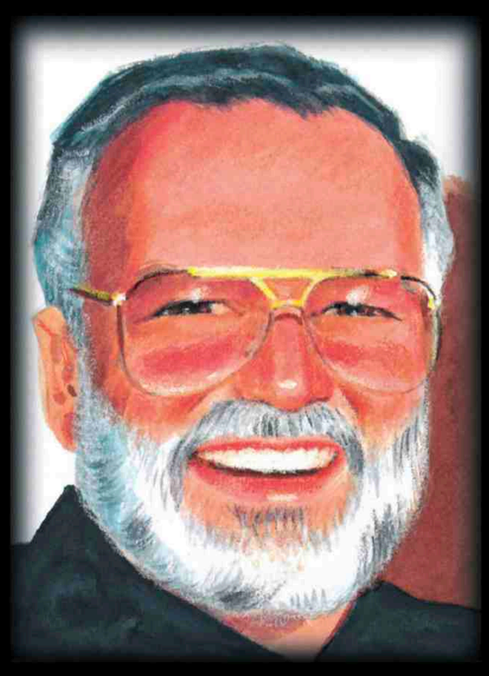
JEAN GREY

LOUISE SIMONSON • BERNARD CHANG • MARCELO MAIOLO

MARVEL REMEMBERS

John Romita

1930 – 2023



Marvel mourns the passing of comic-book artist John Romita Sr., whose work on *Amazing Spider-Man* helped make the character a worldwide sensation. In his work as Marvel's art director, he designed the Punisher and Wolverine and served as mentor for countless artists during his decades-long tenure with the company.

Romita had a profound effect on everyone he met at Marvel. He was always kind and warm and served as an inspiration to all who knew him or followed his work. Romita helped build the Marvel Universe as we know it, and he will be greatly missed.

DECADES OF AMAZING WORK

John Romita wore many hats at Marvel. His most famous contribution was his run on *Amazing Spider-Man*, including the cover below for the series' landmark fiftieth issue. His association with the character included drawing the cover of the famed wedding of Peter Parker and Mary Jane Watson in *Amazing Spider-Man Annual #21* and launching the Spider-Man newspaper strip with Stan Lee in 1977. Behind the scenes, Romita was responsible for designing many of Marvel's most famous characters. At bottom are Romita's costume designs for Black Widow and Wolverine.

"John Romita Sr. was an incomparable artist who brought so many iconic Marvel characters to life on the page and set the tone and look of Marvel's comics for decades. His version of Spider-Man has inspired so many of us at Marvel Studios. Our thoughts are with his family and the generations of artists and fans who fell in love with the characters he drew."

— KEVIN FEIGE

"I was recently able to fawn over some of John Romita Sr.'s original Spider-Man pages, and the word that kept popping into my mind as I marveled over his linework was 'timeless.' His style was such a departure from what had come before, which John did say made him nervous, but one that came to define the look of Peter, Spider-Man, MJ, Gwen and everyone else in their orbit. And the same was true for every Marvel character John designed, penciled and inked. Whether as anartist or art director, John's work influenced generations of comic book artists. With his passing, the comic industry loses a true legend, but just like his artwork, his legacy will remain timeless."

— C.B. CEBULSKI

"When you close your eyes and picture Spider-Man, you're probably picturing a John Romita Sr. Spider-Man. From his debut of the character in *Amazing Spider-Man #39*, the subsequent fifty issues of art, more than a hundred covers and the work he did on the newspaper strip, John defined Spidey for generations of people around the world.That would be enough for anyone else, but John was also anexcellent art director, a fantastic father, a doting grandfatherand a gentleman. All of us making Spider-Man comics, and Marvel Comics in general, work in his shadow and strive to live up to the example of the legend, Jazzy John Romita."

— NICK LOWE

"One of the highlights of my career was working with John Romita Sr. I couldn't believe that my 25-year-old self was working and interacting with him, and what made it even better was that he was so considerate and kind – something that has stuck with me ever since, among many other memories with him. It was one of the rare moments where you meet one of your heroes and he exceeds your expectations in every possible way.

His contributions to Marvel's pantheon and culture are immense, and he will be sorely missed. He was a great and kind man who truly made the world a better place. My deepest condolences to Virginia, Johnny and the Romita family."

— DAN BUCKLEY

MIND MAZE

Think! Try to **remember. If I can** understand, maybe I can **fix**...everything.

This is my **fault. It has** to be. Why else would I **be** here? So what did I do **wrong?**

Never mind. Forget what I **don't** know. Move on to what I **do.**

Do I know this, or is it just a feeling?

I'm **dying, but** there's nothing **new** in dying. At least for **me.** Been there...so many times before.

But what about the **others? I** know there **are** others--just don't have a clue **who** they are. And **time** is running out.

My best friend was hit by a car. I threw myself beside her--and my nascent **telepathic power** overwhelmed me. I nearly **died** with her. So...should I have **held back**?

And let Annie die **alone**? **NO. NEVER.** Despite the danger.

And when Professor Xavier offered to block my out-of-control **telepathy**--just **one** of my emerging **psi powers**--should I have said **NO**?

I was too young then, too weak, a **danger**-- to myself, to others. I said, **"Block them,"** and I was glad he did.

And later, when he offered me a **scholarship** to his school, should I have stayed away?

No. That was... the **best**!

And when old Hank arrived from a terrible **future** asking us young **X-Men** to **travel** through **time** to save the world, how could I refuse?

So we caromed blindly into the future...

...where, **lost** in time, our presence made things **worse**.

Until young **Cable**--from our future--convinced us to **return** to our **own time**, to the very **moment** we left...

...to **forget** the future and everything we did there...

Hard to think. My mind feels... broken...**memories** scattered, like **puzzle pieces** waiting to be assembled. But into **what**?

Each image--a place where I **chose**...but could have chosen **differently**. Is **that** the answer?

So follow the **chronology**. Start at the **beginning**...

I was born in **death**--at least as a **mutant**.

..to excise a chunk of our own lives.

We're home, guys.

I agreed...and used the telepathic power I'd regained there to do as he asked.

Cable said for this to work, I have to wipe our memories...

Was that where I went wrong?

...but what if we don't forget what happened to us? What if we need that knowledge?

Old me was certain our future will be abysmal. And it still will...unless we act.

So, Jean, you mean...change the future by changing our now?

Like...keep the skills we developed?

And remember... everything?

Yeah! It gives us a huge *advantage!*

We have *control* of our powers now. And we've *seen* the future--a *batch* of futures--so we know what to *avoid.*

Like the *Phoenix?*

Yeah, Warren. Like *that.*

And we know who'll be the *good* guys and who'll be *bad.*

KRAKT

KLINK

TINK

At least *some* of the people in *some* of the futures.

It *could* conceivably give us a *head start.*

X-Men, report to the *Danger Room* for training!

Professor X will read our minds.

Why hasn't he done it *already?*

I've *blocked* him... for now.

He isn't *stupid.* He'll realize--

Jean, even *you* can't control *everything.*

So I'll control what I *can.*

This *won't* work.

Yes, it will, Bobby. I'll *make* it work. Come on.

[fall__of]
[_____X]

FALL OF X

JEAN GREY

[fall__of]
[_____X]

Flames of Fear

Jean Grey is an Omega-level mutant, a telepath and a founding member of the X-Men. As **Marvel Girl,** she fought alongside her fellow mutants to protect humanity and mutants alike. Then, as the host for the dangerous cosmic entity known as the **Phoenix Force**, she embarked down a road of destruction and sorrow. Returning from that dark path, she regained her place among the X-Men. Recently, she was a member of the **Quiet Council** of the mutant nation of **Krakoa,** where mutantkind had finally found peace and safety.

Or so they thought. Then the anti-mutant organization **Orchis** attacked the Hellfire Gala. Jean was killed in the attack, along with scores of other mutants. To those who remained, Orchis issued an ultimatum: For every mutant found on the planet, they will annihilate increasing numbers of humans. With no other choice, the leader of the X-Men, **Charles Xavier,** psychically banished all mutants from Earth; only a handful with training were able to resist his telepathic command.

Now mutantkind is in dire straits, and they're down one of their greatest defenders. But hope remains... The mechanisms of mutant resurrection may be broken, but this isn't Jean Grey's first dance with death.

*Read X-MEN: HELLFIRE GALA #1 before this issue!

1___[JEAN GREY]

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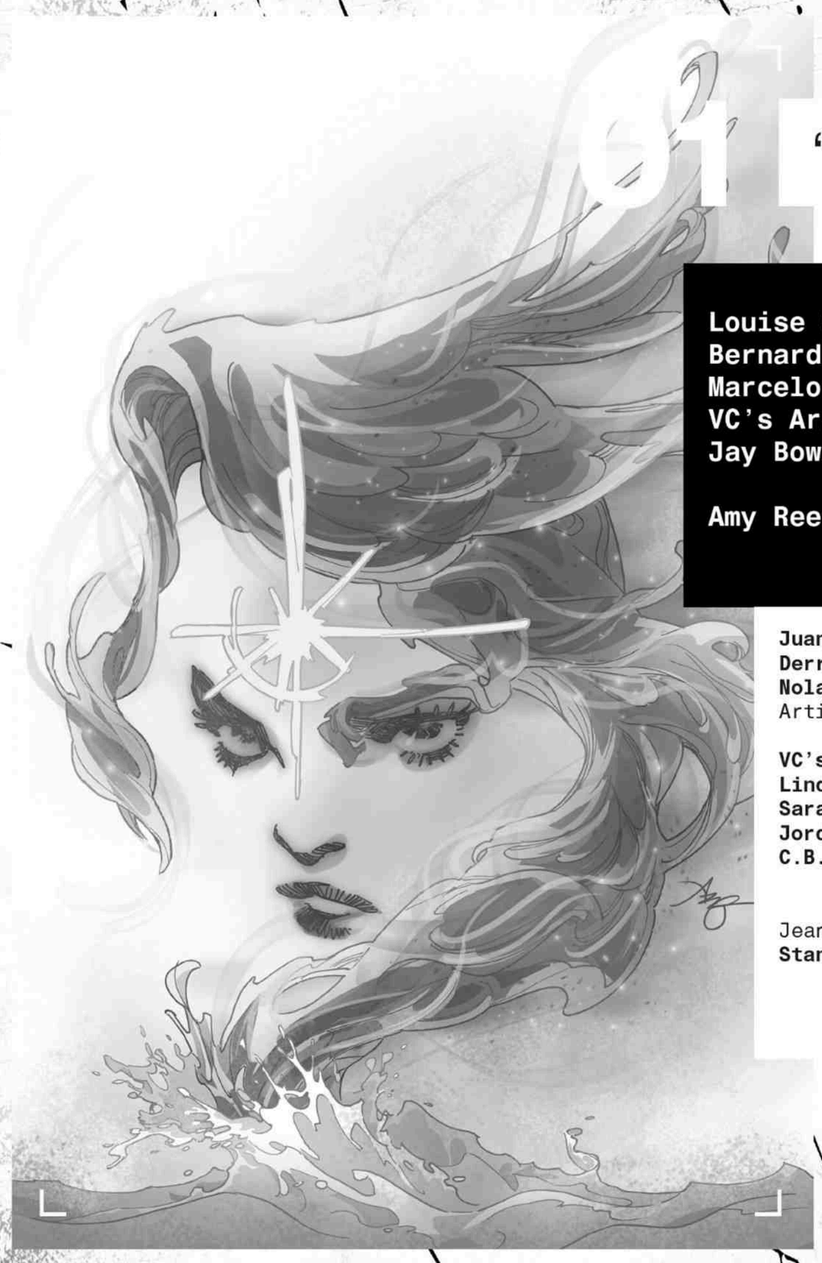

JEAN GREY

"MIND MAZE"

Louise Simonson/Writer
Bernard Chang/Artist
Marcelo Maiolo/Color Artist
VC's Ariana Maher/Letterer
Jay Bowen/Design

Amy Reeder/Cover Artist

Juann Cabal & Matthew Wilson; Derrick Chew; George Pérez & Nolan Woodard/Variant Cover Artists

VC's Ariana Maher/Production
Lindsey Cohick/Assistant Editor
Sarah Brunstad/Editor
Jordan D. White/Senior Editor
C.B. Cebulski/Editor in Chief

Jean Grey created by
Stan Lee & **Jack Kirby**

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[grey__01]

[fall__of]
[_____X]

The Danger Room-- hardly a challenge after what we've been through--

--cuts off almost as soon as our training session begins...

What's up?

Magneto's attacking. In Manhattan.

So you already know that?

The block you put on my telepathy is gone, Professor Xavier.

I can control the power now, which is good, since I want what you want...

And what is that?

To save mutantkind. To safeguard the future.

You don't know--

I know more than you can imagine.

You're very powerful, Jean, and you mean well, but--

But with me at full strength, we're better positioned...

"...to stand **against evil.** It will **work.** You'll **see.**"

If you expect ***this*** to convince us to ***join*** you, Magneto, you've lost your ***mind.***

Why should this be about ***you,*** child?

This is a ***retaliation*** for an assault on mutants. A demonstration. And a ***warning.***

The humans must ***cease*** their attacks on their superiors...or face ***destruction.***

SNAPP

SNAPPT

We have the *power.*

We are *Homo superior,* evolution's next step, born to *rule* the world. Humans must be *subject* to our will!

A fact that *you* have yet to accept...

...but you are *young,* under Charles Xavier's *misguided influence,* and still have much to *learn.*

It doesn't *have* to be *war*-- mutant against *human.* Mutant against *mutant.*

I think that it *does.*

His power over *metal*--it's unstoppable. And his *helmet's* blocking my telepathy!

You're a *telekinetic,* Jean! There's more than *one* way--

WHRANGG

Got it!

Every day, more mutants ***appear.*** We, who are here already, need to prepare a ***safe haven.***

For ***them.*** For our ***future.*** How far do I need to go to make you ***understand?***

Your ***war*** is against the humans...but you're fine with killing ***us?***

If that's what it ***takes--*** ***AAK!***

So ***that's*** how we play this.

You think I'm ***weak,*** Magneto! A ***child*** to be threatened. But I am so much ***more.***

You're a ***fanatic.*** A ***terrorist.*** Your threats to ***annihilate*** humanity--to ***destroy*** us all--make people ***afraid.*** And what they fear, they ***hate.***

So you remain Charles' ***stooges?***

Not...***exactly.*** ***Xavier*** wouldn't do ***this.*** But I've ***seen*** the terrible place your mania will take us...

...and that I *cannot allow.*

We need to ***stabilize*** the bridge. Iceman--

On it!

And get people off!

Jean, what did you ***do*** to him?

Stopped him. Don't worry, Cyclops. He's ***alive.*** He's just...

Nothing. Gone. A ***blank.*** You can't ***do*** that!

You've seen where his hatred will lead. It's ***better*** this way... for everyone.

And the witnesses?

I could ***change*** their perceptions. Xavier does it.

Don't!

Okay. For now, we control the ***spin...***

"...we're the *good guys.* So let's be that in the open. Maybe *secrecy* is where we went wrong."

Mutants are people, Miss Tilby, with abilities that make it easier to *help.*

Or stop the *bad guys.*

NYC LOVES XMEN

WE ♥ A

PRESS

Weeks later.

Not the life I *envisioned* before Xavier hit the roof about *Magneto.*

The X-Mansion is his. At least we were able to make *other plans...* thanks to Warren's inheritance.

Xavier's *still* hammering away at *Trask's* anti-mutant messaging. *I'd* rather fight *Juggernaut.*

Me too. One tiny *mind tweak,* and... *instant good guy.*

You can't keep *doing* that, Jean! It--

It's *finished!* And--oh. You're *quarreling* again?

Okay. Well, I've made improvements--

It's *working,* Scott. We *stop* evil mutants from being evil, mutants *aren't* feared, and humans don't *hate* us.

Some do. That goon *Trask--*

Listen! Even *Trask* is coming around!

I hear what you're saying, Xavier...

...but more mutants appear weekly, and some powers are *dangerous...*

About that...

TRASK

+Sigh+ Yes, Hank. About Jean's little *mind tweaks.*

Trask has a *point,* but my enhanced *Cerebro* will make locating emerging mutants easier, which should mitigate the danger.

Good. Not *all* mutations are benign. Not *all* powers are easily controlled. Without my *glasses...*

Yeah. And when my telepathy kicked in, *I* almost *died...*

The improvements augment its portability and its sensitivity.

It should register the first *quivers* of power emergence...

...give us time to *step in,* to keep things *safe* for everyone. Want to try it?

We have a *hit.*

It's a *kid.* Young. Panicking. A strong *psi power* of some kind.

I'm too far away to reach him *telepathically.* We may not...

"...get to him *in time!*"

BOOM

There are *people* in there. Ordinary *humans.* And the mutant kid...he's dying.

So we do what we *can.* You know the drill!

Smother the flames!

Jeannie?

People above and below. *Injured,* but alive.

We're *on* it!

Get the *kid!*

He's *here*...

...but so young. Twelve. Thirteen. So *hurt*.

It's okay. I'm with you. I won't leave...

Scott, he's...

It's...okay. I'm *strong* now. Strong *enough*...

To get pulled toward *death*, again and again?

This won't be the *last* time. There has to be a *better way*.

...gone...

Jean! Come back. You can't--

Stayed *with* him. Eased his *pain*. All... I could *do*.

--Your *heroism* today. Without your intervention--

It was *sheer luck* that we were nearby.

The gas-leak *explosion* caused a lot of damage, but we were able to evacuate the building and prevent further loss of life.

--A dangerous *gas leak.* Thank heavens for the *X-Men.*

It *wasn't* a gas leak. You *put* that in the fire chief's *mind.*

The chief's, the reporter's, *everyone's.* Is there a *problem?*

Why not tell the *truth?*

Admit a *mutant* caused that? Don't you *see,* Warren?

Despite all we've done, *Trask* hates us.

All he needs is an *opening.* We've *seen* his future. His *Sentinel robots* sent to destroy us.

There'll be an *investigation. Forensics* won't back up that story.

Hank's *right.* I won't volunteer information, but if they ask me directly, I *won't lie.*

I can make you think it *isn't* a lie.

And maybe you think you can do everything all by *yourself,* and *we* don't get a vote.

Maybe you don't need the *rest* of us at all.

--I have indisputable **proof** that there was no gas leak, but a deliberate **cover-up...**

...of a mutant **attack.**

I **told** you!

I have created a task force, **OPERATION SENTINEL,** to bring mutants under **government control.** The so-called **X-Men** will be the first--

Bad **news!** Out the **window!**

We'll have to **fight** them!

In **Midtown?!** It's too **dangerous!**

Scott's **right!**

Grab **Cerebro,** Hank! We need to **leave! Now!**

JOE'S CAFE

BRWH

RAMBPP

The minute a mutant manifests power, *Trask* will be on them.

From our time in the future, we already *know* who *some* of those mutants will be. *Cerebro* will help us find the others.

We'll *hide* them, *protect* them, before Trask even knows they *exist.*

We can take my family's *flexjet.*

And go where--?

We rescue our first *proto-mutant* kid. What about--

KITTY PRYDE

village of DEERFIELD

My daughter a *mutant?* That's *absurd. Get out!*

I'm sorry to *do* this...

...but we're in a *hurry.*

Have fun at *boarding school!*

38

Is this the right approach?

I... *hope* so. But...

It's *Jean. I get* it. So...who's *next?*

The native girl--*Danielle Moonstar.*

Then the *coal miner's* kid...

SAM GUTHRIE

Mine shaft's collapsed...it's on the *news.* Sam's *trapped!*

No. Look! He's *blasting* out. His *power* kicked in, and Trask will have *registered* him. Sentinels will be arriving.

So we *hurry!*

Don't worry. I *have* this!

I have them *all.*

What about his *family?* Jean, his dad is *dead.* He's *supporting* his mom and siblings...

Not any longer. They don't even remember he *exists.*

Someone will. You'll see.

Darn it, Jean, you're acting like mutants are *more important* than normal people.

Trask thinks so. Maybe we *are.*

We need a place to *hide* these kids while we collect more. We'll have to take them...

"...to Xavier."

Is this wise?

We've got *no choice.* We have to move *fast,* and Xavier will *see* that. He'll know I'm *right.*

You're *sure...?*

I *was* earlier. He's in the library waiting for us...

"...with *Magneto.*"

You brought him *back.*

Some of the way. You did quite a *number* on him.

But...how? *Why--?*

HOW? I've a good bit more *experience* than you.

Why? I believe in *free will.* And I trust that, in time, he will become a force for *good.*

I'm surprised this development *displeases* you. These days, his and your philosophies seem to *align.*

Mutants are *under attack.* I'm doing the *best* I can.

I could have shown you a *better way.*

NO! I won't be a terrorist! I won't use my power to kill!
Give yourself time.
Erik! That's enough!
Jean--
I've brought you these kids. Sam's powers emerged, the others' will soon. Keep them safe.
Come on! We have things to do.
Scott--? The rest of you are with her?
Her methods might be questionable, sir, but she needs us.
I'm staying here. The way you're doing things, Jean... It isn't right.
Agreed. I'm out!
We'll bring you the rest, sir.
We know you'll keep them safe.
Do you think I'm like her, Charles? So passionate. But... misguided? Is that why you saved me?
Passion has its uses, Erik. I think you'll make an excellent teacher. The school is going to get crowded...
...and these children will need...

"...our protection."

DAZZLER WORLD TOUR

Eeep--?!

You have it wrong, Tilby.

LANDMARK

Hank?! What--? Put me down!

Just listen, Trish. Please.

Consider your sources before you script fear-mongering articles!

Those "stolen" children you wrote about are mutants, kids who haven't yet manifested powers. We saved them from--

Saved? By kidnapping? By erasing their families' memories?

But others did remember...and asked questions. There are records.

Supplied by-- let me guess-- Trask! Covering his own tracks--

What do you mean?

Trask took a number of those "missing kids." We tried to save as many as we could, but--

Trask? Why?

He's creating a mutant army.

What we're doing is--

--keeping them, keeping everyone, safe. Trying to stop a genocidal war.

MUTANTS BEHIND CHILD KIDNA RING

Trish--?

Jean--you *followed* me?! And I *dragged* her right into a *trap!*

I told you she was *dangerous.* You didn't *listen.* What do you think will *happen* when she writes about Trask's *mutant army?*

I was *getting through* to her.

I'm a *telepath.* I *disagree.*

Bobby's right. You've become a *monster!* You're--

I AM NOT A MONSTER!

No. Hank-- I *didn't mean--* It...was the *only way--*

That wonderful mind-- *destroyed!* And for *what?*

Why do you think you get to *control* everything? That your opinion's the only one that *counts?*

That's your answer to *every problem.*

Do what you *need* to do. I'm not *on board* with this. Not *anymore.*

You... don't have to *stay.*

And if I walk away, you'll fry *my* brain too? We disagree, and I'm a *vegetable?*

I'm *not* a monster.

I am a monster.

I tried so hard...I listened. I did what I could... but I had it wrong.

You kill a snake by cutting off its head. The anti-mutant propagandists. The exploiters. The users. The manipulators. The noisemakers.

You stop the leaders. You make the rest afraid.

But how? I'm just one person. Alone. Unless...

I felt it from the beginning, but I ignored it like so many things. It was calm, waiting, wings furled...

If I'm to save them, save them all, I need to become a bigger monster. I need power. I need--

...but when I called...it answered.

We are ONE!

We are as *God* has made us.

Any deviation, any *mutation*, is *Hell sent*, and--

They call themselves *Homo superior*, and they will...

...destroy usssssss...

I have spent the past few years *predicting* such an incident.

I urge you to see *mutants*...

...for the menace that they ar*AARGHHH!*

--A second military task force, *Project Chimera*, to turn my *mutant army* into living *weapons* that will strike at the heart--

No.

It's called the *Phoenix.*

She--*we*-- saw it in our travels through *time.* A powerful *cosmic entity,* attracted to *Jean,* seeking to *bond* with her...and *empower* her.

Her *motives* are pure, but she's only making things *worse.*

The President's *speech* the other day... He's buying into the heightened *anti-mutant* hysteria. *He* may be next.

We have to *stop* her. But how--?

She isn't trying to hide her *energy signature.* Even without Cerebro...

"...she's *hard to miss.*"

I wish Hank was here with us.

Somebody had to stay with the *kids.* At least he put together the *helmets.* Well, he and *Magneto* and the *Professor.*

They'll *resist* telekinetic manipulation and block an ordinary *psi-attack.*

The *Phoenix* is an open question.

Still, *we* have the easy part.

Distract, misdirect, confuse *physically...*

"...while Professor X deals with her *psychically* and tries to talk her down."

So *many* arrayed against me.

Even you, *Magneto!*

Don't *you,* at least, know when you're *beaten?*

Primo

Jean, you mean well but these attacks are disastrous.

For all of you, at least!

SMASH

Jeannie, let's *talk* about this. Maybe--

It's too *late* for talk. Maybe it was *always* too late.

Shutting down their *leaders* has to be the answer!

How else can I keep you all *safe?*

You're creating **martyrs.** Where leaders fall, others will **rise, worse** because you've given them a greater focus.

No! That **can't** be true.

You, yourself, said they **hate** what they **fear.**

And right now, most of humanity is very **afraid.**

All of you, ***stop fighting*** me! Xavier, quit ***shouting*** at me! You ***know*** what I can do!

So do **they.** It's on their **media,** across the globe. **Stories. Images.**

You've given them terrible things to **fear.** And greater **hate** than you had thought possible.

NO!

Quit *talking.* Quit *fighting* me, *all* of you.

I *can't think!* Go away! Just...

All of you! Everyone! Everything!

GO AWAY!

This isn't what I *wanted.*

It *isn't* what I *meant* at all.

Me *alone.* Nothing, no one else...but the *Phoenix!*

Horrible. Wrong.

My *idea.* My *willfulness.* My *pride.* My *fault.*

Gone! I've *learned!* *That* option no longer exists!

We were *right* to let the skein of *time* unwind without entanglement until...

I *see* it now. The next *possibility.* The next *choice.*

I know *exactly* where it all went wrong.

KRAKOA is for all MUTANTS

[fall__of]
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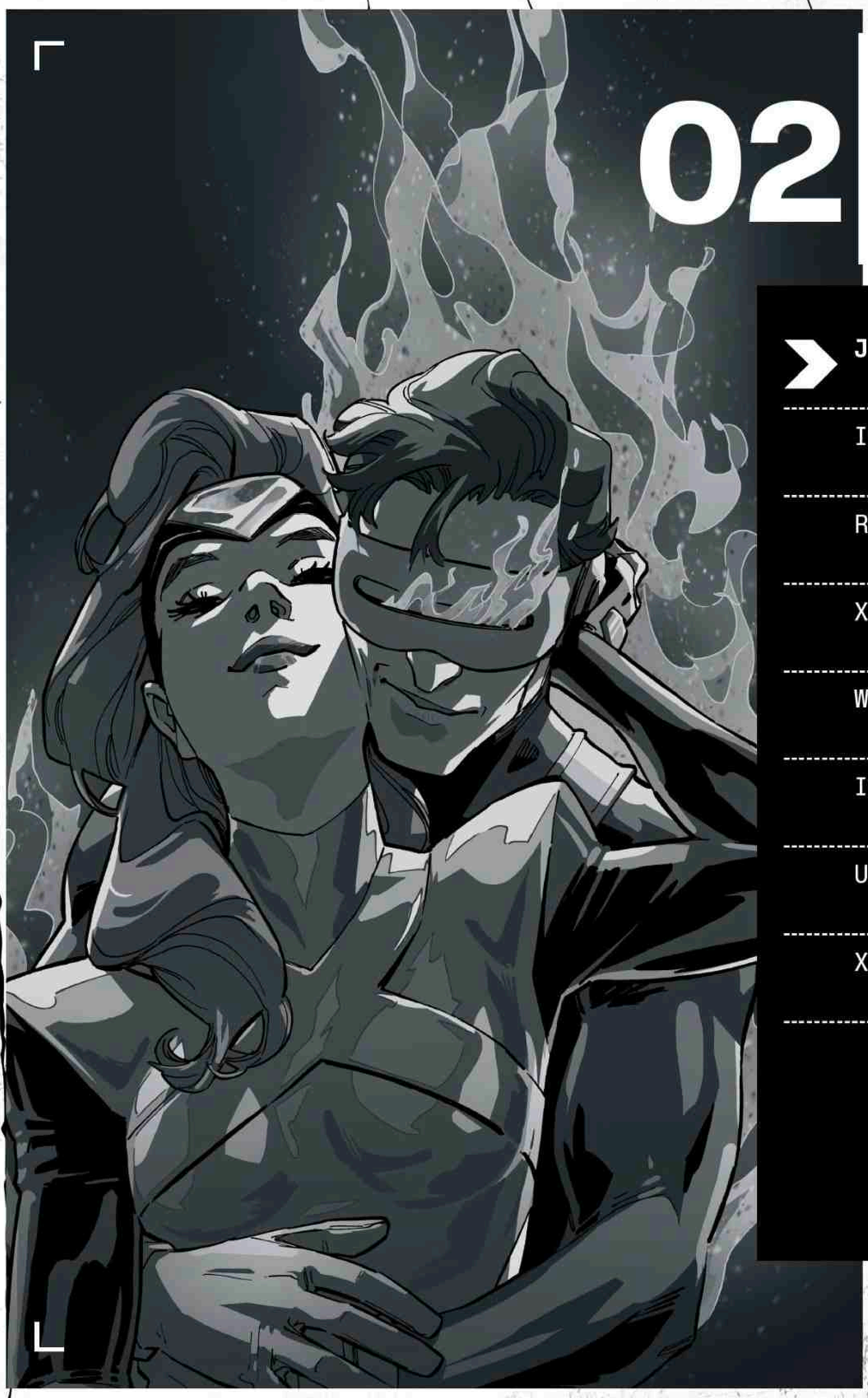
FOLLOW THE FALL:



CHAPTER TWO

JEAN GREY #1:

INVINCIBLE IRON MAN #9:

REALM OF X #1:

X-FORCE #43:

WOLVERINE #36:

IMMORTAL X-MEN #15:

UNCANNY SPIDER-MAN #1:

X-MEN #26:

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5 YEARS EXPERIENCE

From Baaldur, with love...

GLORITH